

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

NOMURA HOLDING AMERICA INC., et al.,
Defendants.

No. 11-cv-6201 (DLC)

ECF Case

AFFIDAVIT OF DAVID N. MISHOL

STATE OF MASSACHUSETTS)
) ss.:
COUNTY OF SUFFOLK)

David N. Mishol, being duly sworn, deposes and says:

1. I am a Vice President with Analysis Group, Inc. (“Analysis Group”), an economic consulting company, and provide this affidavit as my direct testimony at trial. I have more than 15 years of experience undertaking a variety of quantitative, statistical, and economic analyses in both litigation and non-litigation matters. In performing the review described in this affidavit, I utilized a team of professionals who worked under my direction.

2. Analysis Group has been retained by Sullivan & Cromwell LLP, counsel for

the Nomura Defendants,¹ to provide litigation consulting and information management services for the above-captioned action.

A. The Documents and Exhibits Produced by Nomura and Provided to Analysis Group for Its Analysis

3. Counsel for Nomura provided Analysis Group with due diligence documents for trade pools, *i.e.*, pools of whole loans from originators that Nomura considered for purchase, that contributed loans to the at-issue Securitizations.² I was also asked to analyze a sample of loans examined by plaintiff's re-underwriting expert, Mr. Robert W. Hunter. The documents I reviewed included due diligence summary reports prepared by the Credit Group at Nomura, credit and compliance due diligence reports prepared by Clayton Holdings LLC ("Clayton") and American Mortgage Consultants, Inc. ("AMC") (in particular, event status detail and exception detail reports), valuation due diligence reports prepared by Hansen Quality or CoreLogic, broker price opinion ("BPO") reports prepared by Ocwen Realty Advisors ("Ocwen") and FiServ, Inc. ("Fiserv"), summary due diligence files compiled by Nomura showing the loans that Nomura would and would not purchase as a result of its due diligence, and loans identified in Mr. Hunter's re-underwriting sample.

4. I identified the underlying due diligence reports for the 194 trade pools that contributed loans to the at-issue supporting loan groups ("SLGs")—the loans underlying the certificates purchased by Freddie Mac and Fannie Mae—by matching the LMS Loan ID

¹ "Nomura Defendants" or "Nomura" or "Defendants" refers collectively to Nomura Holding America Inc., Nomura Asset Acceptance Corporation, Nomura Home Equity Loan, Inc., Nomura Credit & Capital, Inc., Nomura Securities International, Inc., and individual defendants David Findlay, John McCarthy, John P. Graham, Nathan Gorin and N. Dante LaRocca.

² NAA 2005-AR6, NHELI 2006-FM1, NHELI 2006-HE3, NHELI 2006-FM2, NHELI 2007-1, NHELI 2007-2, and NHELI 2007-3.

contained in the summary due diligence files to the LMS Loan ID in the loan data tapes for the seven at-issue Securitizations.³

5. The documents that Analysis Group and I have relied upon in preparing the exhibits described below are set forth in the attached Appendix. The exhibits themselves are attached to this affidavit, as are the computer codes that were used to generate the exhibits.

B. DX-2635 (The “Master Database”)

6. Analysis Group and I developed a database containing data related to all the loans included in the 194 trade pools that contributed loans to the seven SLGs (“Master Database”), attached as DX-2635. The Master Database includes due diligence summary files⁴ produced by Nomura for the trade pools that contributed loans to the SLGs, as well as data from (1) loan tapes for the at-issue Securitizations, (2) summary due diligence documents, (3) credit and compliance due diligence reports, (4) due diligence completion date information compiled by Analysis Group’s review of due diligence documents, and (5) information from the prospectus supplements.

³ The LMS Loan ID was also referred to as the “Nomura Loan ID” in the loan data tapes.

⁴ I made manual adjustments to certain data in the source documents in preparing the Master Database. In particular, for trade pool Quick Loan SP11 I corrected an LMS Loan ID that was mislabeled as [REDACTED] to be [REDACTED] based on my review of the summary table included in the first tab of the summary file; for Fund America SP03 I corrected the LMS Loan ID associated with alternate loan number of [REDACTED] to be [REDACTED] and the LMS Loan ID associated with alternate loan number of [REDACTED] to be [REDACTED] based on my review of the document NOM-FHFA_05184060, as well as the LMS Loan ID associated with the alternate loan number [REDACTED] to be [REDACTED] based on my comparison of the loan characteristics to the NHELI 2006-HE3 loan tape (NOM-FHFA_05184060); for Protofund SP01 I corrected the alternate loan number for the loan with LMS Loan ID [REDACTED] to be [REDACTED] based on my review of the document NOM-FHFA_05319737; for Quick Loan SP10 I adjusted the alternate loan IDs for twelve loans based on my review of the summary file (NOM-FHFA_05062014) and the credit and compliance file (NOM-FHFA_05398798); for Silver State 26A I corrected the alternate loan number for the loan with the LMS Loan ID [REDACTED] to be [REDACTED] based on my review of NOM-FHFA_05398791; for The Mortgage Store SP01, I adjusted the alternate loan numbers for two loans, [REDACTED] and [REDACTED] to be [REDACTED] and [REDACTED] respectively, to match to the credit and compliance report (NOM-FHFA_05557750).

7. The Master Database contains a loan number used to identify each loan called the “LMS Loan ID” and, where available, an alternate loan number for each loan in the 194 trade pools that went into the SLGs.^{5,6}

8. I then matched the loan numbers from the due diligence summary files to the loan numbers in the loan tapes for the Securitizations. Where a loan number from a due diligence summary file matched a number on the loan tape for one of the Securitizations, I determined that this loan was included in one of the Securitizations, and noted which Securitization and loan group the loan matched and whether the loan was in the relevant SLG.⁷

9. Counsel for Nomura also instructed Analysis Group to include certain additional data in the Master Database. This data included, where applicable (1) the trade pool in which each loan was included, (2) whether the loan was included in more than one trade pools, (3) whether Nomura indicated the loan was “eligible,” meaning that Nomura would purchase the loan, (4) whether the loan was included in the credit and compliance due diligence sample, and (5) the vendor credit and compliance due diligence grades of the loans.

10. As shown in the Master Database, the loans with an “At-Issue” value of “1”—*i.e.*, loans that were included in the loan groups that backed the at-issue SLGs—include additional data in columns listing (1) the securitization in which the loan was included, (2) the SLG to which the loan contributed, and (3) the originator of the loan.

⁵ The Master Database also includes loans purchased by Nomura through its Loan by Loan Channel and one loan for which the acquisition pool is unknown.

⁶ In some instances, loans from different trade pools matched the same LMS Loan ID. Based on discussions with counsel, Analysis Group was instructed to match both instances of the loan to the LMS Loan ID in the loan data tapes. However, loans that appear in earlier-in-time trade pools were flagged as such (*i.e.*, if a loan appeared in the ResMAE SP01 and ResMAE SP02 pools, the loan that appeared in ResMAE SP01 is flagged with a “Multiple Pools Flag” value of 2, while the loan that appeared in ResMAE SP02 is flagged with a “Multiple Pools Flag” value of 1).

⁷ In the case of 180 loans, the loan numbers from the pool worksheets matched to two different Global Loan Numbers in two different Securitizations. In these instances, I understand that Nomura repurchased these loans from one Securitization and subsequently included them in a second Securitization. Therefore, these loans each appear in two rows in the Master Database, one matching to each relevant Global Loan Number and Securitization.

11. Counsel for Nomura also instructed me to include (1) flags to indicate if a loan was ineligible due to BPO-related reasons,⁸ (2) the due diligence completion date of the due diligence performed on the trade pools, (3) the closing date as disclosed in the prospectus supplements, and (4) the cut-off date as disclosed in the prospectus supplements.

12. Under direction from counsel for Nomura, to add these additional data, the following steps associated with each column in the Master Database were taken: (1) the names of the folders associated with the diligence documents were used to assign a trade pool name to each loan; (2) it was determined whether each loan was included in an SLG; (3) the originator names listed in the loan data tapes were retained (this field is only populated for those loans that were identified as having been included in an SLG); (4) loans were identified as “eligible” or “ineligible” for purchase by Nomura based on the relevant tab in the summary files produced by Nomura;⁹ (5) the reason(s) a loan was deemed ineligible were identified for loans that appeared in an “ineligible” tab;¹⁰ (6) loans were identified if they were reviewed for credit and

⁸ For loans marked as ineligible for BPO reasons, I created additional flags to identify the fact that they were marked ineligible due to BPO results, as well as flags identifying other reasons for ineligibility, such as from the results of credit and compliance due diligence.

⁹ Based on discussions with counsel for Nomura, Analysis Group used the summary file tab name to determine the eligibility status. Analysis Group treated a loan as “eligible” (and given an “Eligible Flag” value of “1”) if it appeared in a tab that included the words “eligible,” any variation in spelling thereof, “marked,” “SSM30,” “Alliance NY SP03,” “Side Letter” or “Alliance CA SP02.” Loan numbers in the remaining tabs were treated as “not eligible.” Loans that appeared in a tab that included the word “funding” were generally treated as “eligible,” with the exception of loans in pools SSM 60 and SSM 61, for which the summary tables in the first tab indicate that Nomura classified the loans in the “funding” tabs as “ineligible” (and given an “Eligible Flag” value of “0”). Where a loan was included in a tab classified as “eligible” and a tab that was treated as “ineligible,” the loan was flagged as an “Eligible Flag” of “2.”

¹⁰ Analysis Group classified ineligible loans into categories based on the tab in which they appeared. Loans that appeared in a tab that included the term “BPO” were classified as being ineligible for BPO reasons, loans that appeared in a tab that included the term “Collateral” were classified as being ineligible for collateral reasons, loans that appeared in a tab that included the terms or words “DD,” “denied,” “ineligible,” “credit,” or “compliance” were classified as being ineligible for credit and compliance reasons, and loans that appeared in any other tabs were classified as being ineligible for other reasons. In addition, loans were classified as being ineligible for reasons unrelated to the loan characteristics if they appeared in the tab “PIF” for trade pool Home Loan SP01, “Missing” for Kay 06, “Removed PIF Delinq” for Wells SP01, “TRAIL FUNDING 1” for SSM 61, “TRAIL FUNDING 1” or “TRAIL FUNDING 2” for SSM 60. Loans that appeared in more than one sheet were classified as being ineligible for a combination of reasons.

compliance; (7) vendor credit and compliance due diligence grades were compiled, which is described in more detail below; (8) due diligence summary reports were reviewed to determine whether a loan was ineligible due to BPO-related reasons; and (9) trade pool due diligence completion dates were compiled according to instructions from counsel, and closing dates and cut-off dates were determined based on disclosures in the prospectus supplements.

13. Analysis Group and I then compiled loan-level credit and compliance due diligence reports produced by Nomura for 186 of the 194 trade pools that contributed loans to the SLGs.¹¹ Counsel for Nomura represented to Analysis Group that the documents provided were the latest-in-time credit and compliance due diligence produced by Nomura.

14. I was instructed by counsel for Nomura to create columns named “Credit Score” and “Compliance Score,” which standardized values for the data found in the Clayton and AMC credit and compliance due diligence reports. In the due diligence reports, the data was derived from the “Credit Rating” and “Final Credit Event” fields, and “Comp Rating” and “Final Compliance Event,” respectively. Both standardized columns contained the following data points for loans that were reviewed for credit and compliance: “1,” “2,” “3,” and “N/A.”¹²

¹¹ For the other eight trade pools, no credit and compliance due diligence results were located in Nomura’s production.

¹² A data point of “1” in the “Credit Score” column corresponds to a value in the AMC “Credit Rating” column of “1” and a value in the Clayton “Final Credit Event” column beginning with “1.” Similarly, a data point of “1” in the “Compliance Score” column corresponds to a value in the AMC “Comp Rating” column of “1” and a value in the Clayton “Final Compliance Event” column beginning with “1.” A data point of “2” in the “Credit Score” column corresponds to a value in the AMC “Credit Rating” column of “2” and a value in the Clayton “Final Credit Event” column beginning with “2.” Similarly, a data point of “2” in the “Compliance Score” column corresponds to a value in the AMC “Comp Rating” column of “2” and a value in the Clayton “Final Compliance Event” column beginning with “2.” A data point of “3” in the “Credit Score” column corresponds to a value in the AMC “Credit Rating” column of “3” and a value in the Clayton “Final Credit Event” column beginning with “3.” Similarly, a data point of “3” in the “Compliance Score” column corresponds to a value in the AMC “Comp Rating” column of “3” and a value in the Clayton “Final Compliance Event” column beginning with “3.” A data point of “N/A” in the “Credit Score” column corresponds to a value in the AMC “Credit Rating” column of “N/A” and a value in the Clayton “Final Credit Event” column beginning with “Not Available.” A data point of “N/A” in the “Compliance Score” column corresponds to a value in the AMC “Comp Rating” column of “N/A” and a value in the Clayton “Final Compliance Event” column beginning with “Not Available.”

C. DX-2636 (The “Valuation Database”)

15. The other database that was created, based on instruction from counsel for Nomura, is called the “Valuation Database,” attached as DX-2636. The Valuation Database (the construction of which is described below) includes information related to 46,032 loans from 181 of the 194 trade pools that contributed loans to the SLGs, excluding the 122 loans from the Loan-by-Loan Channel and a single loan for which a pool was not identified. Counsel for Nomura instructed me to include columns listing for each loan (1) the trade pool in which the loan was included, (2) the LMS Loan ID, (3) the alternate loan number where applicable, (4) the Securitization, (5) the loan group, (6) a flag for whether the loan was included in one of the at-issue SLGs, (7) a flag for whether the loan was included in multiple trade pools, (8) the valuation review provider (*i.e.*, whether the loan was reviewed by Hansen or CoreLogic), (9) the AVM valuation, (10) the CoreLogic HistoryPro F-Score for loans reviewed by CoreLogic, (11) the loan balance, (12) the appraisal value determined by the seller, (13) the BPO value, (14) the original LTV as reported in the due diligence files, (15) the original CLTV as reported in the due diligence files, (16) the LTV as calculated using the BPO value, (17) the BPO percent variance from the appraisal value determined by the vendor, (18) the BPO percent variance threshold for a certain pool (either 10 or 15 percent), and (19) whether the loan was considered outside of BPO tolerance due to a BPO percent variance greater than the BPO percent variance threshold.

16. To create the Valuation Database, counsel for Nomura instructed me to first review the Hansen and CoreLogic spreadsheets for the 194 trade pools, to the extent available, and determine which valuation spreadsheets to rely upon. Based on a review of the documents provided by counsel, I identified valuation spreadsheets for 181 trade pools. For the remaining 13 trade pools, there was no Hansen or CoreLogic documentation available. I then relied upon CoreLogic’s HistoryPro F-Score and Hansen’s AVM information from these spreadsheets and

compiled this information. In particular, a loan noted under the “Valuation Provider” column as “CoreLogic” corresponded to a loan sent to CoreLogic for valuation review. Similarly, a loan noted under the “Valuation Provider” column as “Hansen” corresponded to a loan sent to Hansen for valuation review.^{13,14}

17. Next, counsel for Nomura instructed me to review the BPO spreadsheets for each of the 194 trade pools, to the extent they were available. After reviewing the documents received from counsel, I identified BPO spreadsheets for 166 trade pools that I then relied upon to conduct the BPO analysis. The remaining 28 trade pools did not have an associated BPO spreadsheet.¹⁵

18. I then compiled the BPO information. To standardize the information included in the BPO spreadsheets, I made the following assumptions based on discussions with counsel for Nomura.¹⁶ First, if either “Final Variance,” “% Variance,” “Post Reviewed Value,” or “Seller’s Value” in a given BPO spreadsheet was missing, I set these values equal to zero. Second, if an observation did not have an associated loan identifier, I removed this observation from the BPO sample. Third, I removed any observations in which the “Post Reviewed Value” was less than or equal to zero. After making these modifications, I excluded the BPO

¹³ I created the spreadsheet “avm file map.xlsx,” which indicates the AVM spreadsheet corresponding to each trade pool, the valuation review providers, and the variables to rely upon from each spreadsheet.

¹⁴ Based on instructions from counsel for Nomura, I understand that a) trade pools were only reviewed by one provider, with the exception of Alliance CA 04 and Fremont SP02, for which loans were sent to either Hansen or CoreLogic for review (with no overlap) and b) trade pools should be expected to have been reviewed in their entirety or nearly so.

¹⁵ I created the spreadsheet, “bpo file map.xlsx,” which indicated the BPO spreadsheet corresponding to each trade pool, the variables to rely upon from each spreadsheet, and the specified percent tolerance threshold for a given trade pool.

¹⁶ In order to read in the BPO data from NOM-FHFA_05072549, I removed the image in the top left corner of the “BPO” tab in BPO spreadsheet. Additionally, I removed the following rows: 39-46, 33-36, 28-31, and 1-7. Similarly, for NOM-FHFA_05072553, I removed the following rows: 35-38, 20-24, and 1. The program “1.0 BPO Analysis.sas” contains information on the creation of the BPO sample.

spreadsheets for six of the 166 trade pools from my analysis due to incomplete or missing BPO information.¹⁷

D. DX-2637

19. For the remaining loans (corresponding to 160 trade pools) in the BPO sample, I determined which loans were outside of BPO tolerance. A loan was considered outside of BPO tolerance if the BPO value was lower than the origination appraisal value by the percentage specified in either the “Summary” tab or the “BPO” tab of the BPO spreadsheet. The percentage tolerance threshold was 10 percent or 15 percent; if the percentage was not specified or the “Summary” and “BPO” tabs differed, the percentage was set conservatively at 10 percent.

20. Using the Master Database and the Valuation Database, I reduced the total number of 8,003 BPO loans to only those loans included in the SLGs. These results are reflected in DX-2637.

21. DX-2637 shows that 162 loans were outside of Nomura’s BPO tolerance threshold and included in the SLGs, corresponding to 1.02 percent of the 15,806 loans in those SLGs.

E. DX-2640 and DX-2641

22. Analysis Group and I determined the percentage of loans in the trade pools that were selected for credit and compliance due diligence. I did this by reducing all loans in the Master Database to only the loans that had been selected for credit and compliance due diligence.¹⁸ The results of this analysis are reflected in DX-2640. The results of this analysis show that 154 of the 186 trade pools for which credit and compliance documentation was

¹⁷ The loans in the BPO samples for these six trade pools were either listed as “Pending” or did not contain any information in the relevant BPO columns.

¹⁸ Loans determined to have been selected for credit and compliance due diligence were assigned a “Sampled Flag” value of “1.” Loans determined not to have been selected for credit and compliance due diligence were assigned a “Sampled Flag” value of “0.”

available had credit and compliance due diligence performed on all or almost all of the loans in the trade pools.¹⁹ Of the remaining 32 trade pools for which a sample of loans was selected for credit and compliance review, 30 had total loan balances of greater than \$25 million,²⁰ which Nomura classified as bulk pools. The average credit and compliance sample percentage for these 32 trade pools was 36.3%.

23. I also used the credit and compliance due diligence reports to identify the loans in the SLGs that received such diligence. I did this by keeping only loans in the SLGs²¹ listed in the Master Database to those that had been selected for credit and compliance due diligence.²² The results of this analysis are shown in DX-2641. The results show that the percentage of loans that were included in credit and compliance due diligence samples varies between 21.5 percent and 80.9 percent for the seven SLGs. Overall, 39.1% of the loans in the SLGs were included in the credit and compliance due diligence review.

F. DX-2642

24. Analysis Group used the Master Database and data from the documents produced in this action to determine the number of loans that each of the trade pools contributed to the SLGs underlying the Securitizations. The results of this analysis are shown in DX-2642.

25. Analysis Group also calculated the number of trade pools that contributed at least one loan to each of the SLGs. Loans that were purchased through the Loan by Loan Channel were excluded from this analysis.

¹⁹ Of the 186 pools for which credit and compliance documentation was available, 154 pools had due diligence performed on at least 90 percent of the loans.

²⁰ This was determined by a review of the summary files of the 32 trade pools.

²¹ This includes all loans flagged with an "At-Issue" value of 1 and that had a "Multiple Pools Flag" value of "0" or "1."

²² Loans in the Loan by Loan Channel were included as having received credit and compliance due diligence. Not including these loans decreases the percentage of loans that were reviewed for NAA 2005-AR6 and NHELI 2007-1 to 77.8 percent and 73.4 percent, respectively.

26. DX-2642 illustrates that there are 194 trade pools that contributed to the at-issue SLGs.

G. DX-2643 and DX-2644

27. Analysis Group and I used the due diligence reports produced in this action to determine the number and percentage of loans in the trade pools that contributed to the SLGs that received credit grades of “1,” “2,” “3,” or “N/A” from Clayton and AMC during Nomura’s review process.

28. To complete this task, I identified the loans in the 194 trade pools that contributed loans to the SLGs that were subject to credit and compliance review. I then aggregated the credit and compliance grade information for the loans in the trade pools from the credit and compliance grades in the Clayton and AMC due diligence reports produced in this action. Because due diligence results for loans purchased through the loan-by-loan channel were unavailable, these were deemed to have received grades of “N/A.”

29. DX-2643 shows the results of this analysis. DX- 2643 provides the number of loans for each of the 194 trade pools that were subject to credit and compliance due diligence, and received “Credit Score” and “Compliance Score” values of “1,” “2,” “3,” or “N/A.” For each pool, I divided the number of loans that had a value of “3” in either the “Credit Score” or the “Compliance Score” column by the total number of loans subject to credit and compliance due diligence review and then expressed this figure as a percentage. In the “Total” row, for each of the four values, I divided the number of loans by the total number of loans subject to credit and compliance due diligence review and then expressed this figure as a percentage.

30. DX-2643 shows, of the 26,799 loans subject to credit and compliance due diligence, 60.4 percent received a credit grade of “1,” 27.0 percent received a credit grade of “2,” 10.7 percent received a credit grade of “3,” and for 1.9 percent of loans a credit grade was not

available. As DX-2643 further shows, 86.7 percent of the loans subject to credit and compliance due diligence received a compliance grade of “1,” 4.5 percent of loans received a compliance grade of “2,” 6.9 percent of loans received a compliance grade of “3,” and for 1.9 percent of loans a compliance grade was not available.

31. I also determined the number of loans in each of the trade pools that received a “Credit Score” or “Compliance Score” value of “3” and was included in the SLGs. To complete this task, I filtered the Master Database to include loans that had an “At-Issue” value of “1” and a “Multiple Pools Flag” value of “0” or “1”—in other words, the loans I had flagged as having contributed to the SLGs. The results of this analysis are also shown in DX-2643 as the “Number of ‘3-Rated’ Loans in SLGs.”

32. I also determined the number of loans in each of the SLGs that were subject to credit and compliance due diligence review and received certain credit and compliance grades during that review. Specifically, Analysis Group and I determined the number and percentage of loans in each of the SLGs that received credit and compliance grades of “1,” “2,” “3,” or “N/A” according to the Master Database.

33. To complete this task, I identified the loans in each of the SLGs subject to credit and compliance due diligence review using the Master Database.

34. DX-2644 shows the results of this analysis. DX-2644 shows the number of loans in each of the SLGs that were subject to credit and compliance due diligence review, and contained “Credit Score” and “Compliance Score” values of “1,” “2,” “3,” or “N/A.” For each SLG, I divided the number of loans that had a value of “3” in either the “Credit Score” or the “Compliance Score” column by the total number of loans subject to credit and compliance due diligence review as well as by the total number of loans in the SLG and then expressed this

figure as a percentage. In the “Total” row, for each of the four values, I divided the number of loans by the total number of loans subject to credit and compliance due diligence review, and then expressed this figure as a percentage.

35. As shown in DX-2644, of the 6,177 loans in the SLGs subject to credit and compliance due diligence, 70.7 percent received a credit grade of “1,” 23.2 percent received a credit grade of “2,” 3.7 percent received a credit grade of “3,” and for 2.4 percent of loans a credit grade was not available. As DX-2644 further shows, 90.9 percent of loans received a compliance grade of “1,” 3.6 percent of loans received a compliance grade of “2,” 3.1 percent of loans received a compliance grade of “3,” and for 2.4 percent of loans a compliance grade was not available. DX-2644 also shows that 6.6 percent of the 6,177 loans in the SLGs subject to credit and compliance due diligence received either a credit grade or a compliance grade of “3” and that 2.6 percent of all 15,806 loans in the SLGs received either a credit grade or a compliance grade of “3.”

H. DX-2898

36. I determined the number and percentage of loans in each trade pool that were deemed to be ineligible due to BPO-related reasons. To conduct this analysis, I reviewed the summary due diligence reports for the 194 at-issue trade pools and identified all loans that appeared in an ineligible tab with a BPO-related reason in the Master Database. The results of this analysis are shown in DX-2898. Of the loans that it considered for purchase, Nomura deemed 2.5 percent of the loans as ineligible due to BPO-related reasons.

I. DX-2645

37. I determined the number and percentage of loans reviewed as part of credit and compliance due diligence that were “kicked out” of the trade pools, *i.e.*, loans Nomura declined to purchase. To perform this analysis, I relied on the “Ineligible” loans listed in the

summary due diligence reports for the 194 at-issue trade pools and as reported in the Master Database—this included kick-outs due to credit and compliance due diligence and BPO results, among other reasons. I then divided the number of loans that were kicked out of the credit and compliance sample by the total number of loans in the credit and compliance sample for each trade pool. The results of this analysis are reflected in DX-2645.

38. DX-2645 shows that Nomura did not purchase 15.2 percent of the loans it reviewed for credit and compliance due diligence.

J. DX-2646

39. I determined the number of pools that were sent to CoreLogic and Hansen for valuation review based on a review of the valuation diligence reports for the 194 at-issue trade pools. Using those CoreLogic and Hansen valuation diligence reports, I identified loans in the SLGs that were sent to CoreLogic and Hansen. The results of this analysis are shown in DX-2646. Of the 194 trade pools, 181 trade pools were sent to either CoreLogic or Hansen for review, of which 39 were sent to CoreLogic and 144 were sent to Hansen. Two trade pools included loans sent to both CoreLogic and Hansen; that is, some loans from these pools were reviewed by CoreLogic and some loans by Hansen.

40. I determined the percentage of loans sent to the valuation vendors for each trade pool by dividing the total number of loans in the available valuation spreadsheet by the number of loans in the trade pool. I also determined the number of loans reviewed by CoreLogic and Hansen for each trade pool by dividing the number of loans in the valuation spreadsheet with valuation results (*e.g.*, AVM values or CoreLogic “F-Scores”) by the total number of loans the trade pool. For many of the pools, the percentage submitted and reviewed was 100 percent. Overall, 99.1 percent of loans in the 181 trade pools with available valuation documents were

sent for review, and CoreLogic and Hansen reviewed 93.3 percent of the loans in these 181 trade pools.

K. DX-2647

41. Analysis Group and I identified the credit and compliance due diligence results for the loans in the re-underwriting sample used by plaintiff's re-underwriting expert, Robert W. Hunter. To do this, I matched the LMS Loan ID or the alternate loan number in the Master Database to the "Loan Number (Trustee)" in Column C of Exhibit 2A to the October 6, 2014 Rebuttal Report of Robert W. Hunter. I then compiled information about whether the loans in the re-underwriting sample were included in the Clayton and AMC credit and compliance samples and, if so, what the results of the credit and compliance due diligence were for each loan.

42. The results of this analysis are shown in DX-2647. This shows that 348 of the loans in Mr. Hunter's re-underwriting sample were included in the credit and compliance samples reviewed by Clayton or AMC. Of those loans, 28 loans received a grade of "3."

L. DX-2638

43. Analysis Group and I were asked to analyze the length of time between when Nomura completed the due diligence of a trade pool and when the loans in that trade pool were included in a securitization. To do this, I calculated the number of days between the completion dates of the due diligence on each trade pool and the closing dates of the relevant prospectus supplements related to the Securitizations in which the loans were securitized.

44. Based on instructions from counsel for Nomura, I used the "Closing Date" identified in the relevant prospectus supplements for the date of securitization. I was instructed by counsel for Nomura to identify the documents for each trade pool that were represented to be the latest-in-time due diligence documents. From those documents, I determined the date when

the due diligence process on each loan was completed. This date was identified by first locating email correspondence from Nomura to the due diligence vendors that provided final vendor results for the due diligence of a pool. If such email correspondence was not available, I used the latest-in-time email correspondence to which the final vendor due diligence documents were attached to determine the end date of due diligence. If this particular email was not available, I used the most recent email that included the words “final,” “agreement,” or “Final_DD” attaching the latest due diligence document. If this particular email correspondence was not available, I used the latest-in-time email attaching the latest document to determine the date on which the due diligence was completed. The Master Database contains due diligence completion date information for 15,683 of the 15,806 loans in the SLGs. The Master Database does not contain due diligence completion date information for the 122 loans Nomura acquired through the Loan-by-Loan Channel and a single loan.²³

45. The results are attached as DX-2638. Of the 15,683 loans in the relevant SLGs with due diligence completion dates available, zero loans were securitized within 30 days, 93 loans were securitized between 31 and 60 days after due diligence was completed, 4,933 loans were securitized between 61 and 90 days after due diligence was completed, 1,282 loans were securitized between 91 and 120 days after due diligence was completed, 5,651 loans were securitized between 121 and 150 days after due diligence was completed, 1,824 loans were securitized between 151 and 180 days after due diligence was completed, and 1,900 loans were securitized at least 181 days after the due diligence was completed.²⁴

46. Based on these figures, 5,026 loans, or 32.0 percent of the loans in the SLGs,

²³ Loan [REDACTED] was originated by New York Mortgage Co. and included in the SLG of NHELI 2006-HE3. It is unclear to which pool this loan belonged or whether it was acquired through the Loan-by-Loan Channel.

²⁴ Because of the missing due diligence completion dates for the 122 Loan-by-Loan Channel loans described above, the figures are calculated out of a total of 15,683 loans, or 99.2 percent of the loans in the SLGs.

were securitized within 90 days after the due diligence process was completed, 6,308, or 40.2 percent, were securitized within 120 days after the due diligence was completed, 11,959, or 76.3 percent, were securitized within 150 days after the due diligence was completed, and 13,783, or 87.9 percent, were securitized within 180 days after the due diligence was completed.

47. As DX-2638 shows, for certain at-issue Securitizations, 93 loans had completed due diligence by Nomura within 60 days before the close of the Securitization. Specifically, for the NHELI 2006-FM1 Securitization, every loan in the SLG had completed due diligence by Nomura less than 90 days before securitization. For the NHELI 2007-1 Securitization, 397 loans in the relevant SLG, or 98.5 percent of the SLG, had completed due diligence by Nomura less than 120 days before securitization. Of those, 252 loans, or 62.5 percent of the SLG, had completed due diligence by Nomura less than 90 days before securitization. In the NAA 2005-AR6 Securitization, 245 loans in the relevant SLG, or 75.4 percent of the SLG, had completed due diligence by Nomura less than 90 days before securitization.

M. DX-2639

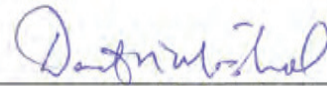
48. Analysis Group and I were asked to analyze the period between the time when Nomura completed the due diligence of a trade pool and the defined “cut-off” date of the Securitizations, as set forth the relevant prospectus supplements. I used the same process described above in reference to DX-2638 to determine the due diligence completion dates of the at-issue loans as of the cut-off for the Securitizations. The results of my analysis are attached as DX-2639. Of the 15,683 loans in the relevant SLGs with available due diligence completion dates, the cut-off date was less than 30 days after the due diligence completion date for 93 loans, between 31 and 60 days for 4,902 loans, between 61 and 90 days for 1,313 loans, between 91 and 120 days for 5,651 loans, between 121 and 150 days for 1,824 loans, between 151 and 180

days for 1,462 loans, and at least 181 days after due diligence was completed by Nomura for 438 loans.

49. Based on these findings, 6,308 loans, or 40.2 percent of the loans in the SLGs, were securitized within 90 days after due diligence was completed, 11,959, or 76.3 percent, were securitized within 120 days after due diligence was completed, 13,783, or 87.9 percent, were securitized within 150 days after due diligence was completed, and 15,245, or 97.2 percent, were securitized within 180 days after due diligence was completed.

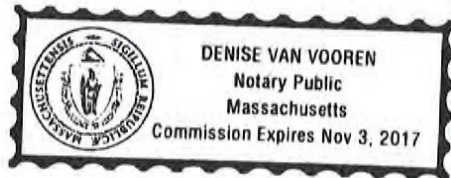
N. DX-2800

50. I used the same process described above in reference to DX-2645 to determine the number and percentage of loans reviewed as part of credit and compliance due diligence, and I used that information to determine the percentage of loans that were kicked out of the trade pools by at-issue Securitization. To perform this analysis, I relied on the “Ineligible” loans listed in the summary due diligence reports for the 194 at-issue trade pools and as reported in the Master Database, of which documents were available for 186 trade pools. I also matched the trade pools to the at-issue deal by relying upon the Master Database. I identified the loans that were kicked out due to credit and compliance reasons as stated in the sheet names in the trade pool summary due diligence reports. I then divided the number of loans that were kicked out of the credit and compliance sample due to credit and compliance reasons by the total number of loans in the credit and compliance sample for each trade pool and matched the trade pools to the at-issue deal. The results of this analysis are reflected in DX-2800. As shown, 10.9 percent of the sampled loans across the seven deals were kicked out due to credit and compliance reasons.



David N. Mishol

Sworn before me this
20th day of February 2015.


Notary Public

APPENDIX

MATERIALS RELIED UPON

Case Documents

Exhibit 2A to Rebuttal Expert Report of Robert W. Hunter Regarding the Underwriting of Mortgage Loans Underlying the Nomura Securitizations, *Federal Housing Finance Agency v. Nomura Holding America, Inc.*, United States District Court, Southern District of New York, dated October 6, 2014

Prospectus Supplements and Loan Tapes

NOM-FHFA_04811802 (DX 0001)
NOM-FHFA_04729474 (DX 0002)
NOM-FHFA_04638315 (DX 0004)
NOM-FHFA_04620885 (DX 0003)
NOM-FHFA_05141912 (DX 0005)
NOM-FHFA_05591325 (DX 0006)
NOM-FHFA_04732621 (DX 0007)
NOM-FHFA_00000001 (DX 2888)
NOM-FHFA_00000002 (DX 2889)
NOM-FHFA_00000003 (DX 2890)
NOM-FHFA_00000005 (DX 2891)
NOM-FHFA_00000006 (DX 2892)
NOM-FHFA_05184060 (DX 2893)
NOM-FHFA_05677984 (DX 2894)
NAA 2005-AR6 Full Loan Tape with SLG and Sample Info.xls (DX 2895)
NHELI 2007-1 Full Loan Tape with SLG and Sample Info.xls (DX 2896)

Loan by Loan Channel Documentation

NOM-FHFA_05570204 (DX 1295)
NOM-FHFA_04259063 (DX 1861)

Documents for Master Database

NOM-FHFA_04259063 (DX 1295)	NOM-FHFA_04501610 (DX 1778)	NOM-FHFA_04555758 (DX 1394)
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NOM-FHFA_05795110 (DX 1231)	NOM-FHFA_05799118 (DX 1686)	
NOM-FHFA_05795112 (DX 1168)	NOM-FHFA_05799146 (DX 1698)	
NOM-FHFA_05795114 (DX 1169)	NOM-FHFA_05799152 (DX 1755)	
NOM-FHFA_05795116 (DX 1170)	NOM-FHFA_05799154 (DX 1756)	
NOM-FHFA_05795120 (DX 1357)	NOM-FHFA_05799156 (DX 1742)	
NOM-FHFA_05795172 (DX 1204)	NOM-FHFA_05799247 (DX 1858)	
NOM-FHFA_05795184 (DX 1235)	NOM-FHFA_05799464 (DX 1799)	
NOM-FHFA_05795186 (DX 1176)	NOM-FHFA_05799560 (DX 1844)	
NOM-FHFA_05795188 (DX 1155)	NOM-FHFA_05799562 (DX 1845)	
NOM-FHFA_05795191 (DX 1156)	NOM-FHFA_05803948 (DX 1433)	
NOM-FHFA_05795194 (DX 1277)	NOM-FHFA_05804141 (DX 1166)	
NOM-FHFA_05795427 (DX 1222)	NOM-FHFA_05804157 (DX 1173)	
NOM-FHFA_05795429 (DX 1581)	NOM-FHFA_05804186 (DX 1311)	
NOM-FHFA_05795433 (DX 1514)	NOM-FHFA_05804257 (DX 1377)	
NOM-FHFA_05796069 (DX 1298)	NOM-FHFA_05804280 (DX 1330)	